
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)

GEE GROUP INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

36165A102

(CUSIP Number)

STAR EQUITY FUND, LP
53 Forest Ave Suite 101,
Old Greenwich, CT, 06870
2034899500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

05/06/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP Number(s):	36165A102
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1	Name of reporting person STAR EQUITY HOLDINGS, INC.
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only

4	Source of funds (See Instructions) AF, OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP Number(s): 36165A102

1	Name of reporting person STAR OPERATING COMPANIES, INC.	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF, OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares	7	Sole Voting Power

Beneficially Owned by Each Reporting Person With:		5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13D

CUSIP Number(s): 36165A102

1	Name of reporting person STAR EQUITY FUND, LP	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) WC	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00

11	Aggregate amount beneficially owned by each reporting person 5,969,762.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 5.4 %
14	Type of Reporting Person (See Instructions) PN

SCHEDULE 13D

CUSIP Number(s):	36165A102
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1	Name of reporting person STAR EQUITY FUND GP, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power 5,969,762.00
	8 Shared Voting Power 0.00
	9 Sole Dispositive Power 5,969,762.00
	10 Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 5.4 %
14	Type of Reporting Person (See Instructions)

SCHEDULE 13D

CUSIP Number(s): 36165A102

1	Name of reporting person STAR INVESTMENT MANAGEMENT, LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization CONNECTICUT	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) 00	

SCHEDULE 13D

CUSIP Number(s): 36165A102

1	Name of reporting person STAR VALUE INVESTMENTS, LLC	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP Number(s): 36165A102

1	Name of reporting person JEFFREY E. EBERWEIN	
2	Check the appropriate box if a member of a Group (See Instructions) <input checked="" type="checkbox"/> (a) <input type="checkbox"/> (b)	
3	SEC use only	

4	Source of funds (See Instructions) AF, PF	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 5,969,762.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 5,969,762.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 5,969,762.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 5.4 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

The following constitutes Amendment No. 3 ("Amendment No.3") to the Schedule 13D filed by the undersigned on January 22, 2026 (as previously amended, the "Schedule 13D"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, no par value

(b) Name of Issuer:

GEE GROUP INC.

(c) Address of Issuer's Principal Executive Offices:

7751 BELFORT PARKWAY, SUITE 150, JACKSONVILLE, FLORIDA , 32256.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On May 6, 2026, Star Equity Holdings, Inc. ("Star Equity"), a 5.4% beneficial stockholder of Gee Group, Inc. (the "Company"), issued a press release ("May 6th Press Release") announcing today that it has presented GEE Group's Board of Directors (the "Board") with an indication of interest ("IOI") for the potential acquisition of the Company.

The IOI contemplates a stock-for-stock transaction whereby Star Equity would acquire 100% of the outstanding shares of the Company's common stock for \$0.30 per share, using Star Equity's publicly listed 10% Series A Cumulative Perpetual Preferred Stock, valued based on its liquidation preference of \$10.00 per share.

Star Equity's CEO emphasized his belief that becoming part of a larger platform, would maximize value for the Company's shareholders by substantially reducing corporate overhead.

The foregoing description of the May 6th Press Release is qualified in its entirety by reference to the full text of the May 6th Press Release, which is attached hereto as Exhibit 99.1, and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

Exhibit 99.1 - Press Release dated May 6, 2026.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STAR EQUITY HOLDINGS, INC.

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Chief Executive Officer
Date: 05/06/2026

STAR OPERATING COMPANIES, INC.

Signature: /s/ Richard K. Coleman, Jr.
Name/Title: Richard K. Coleman, Jr., Chief Executive Officer
Date: 05/06/2026

STAR EQUITY FUND, LP

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Manager of Star Equity Fund GP, LLC, the general partner of Star Equity Fund LP
Date: 05/06/2026

STAR EQUITY FUND GP, LLC

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Manager
Date: 05/06/2026

STAR INVESTMENT MANAGEMENT, LLC

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein, Manager
Date: 05/06/2026

STAR VALUE INVESTMENTS, LLC

Signature: /s/ Richard K. Coleman, Jr.
Name/Title: Richard K. Coleman, Jr., CEO of Star Operating Companies, Inc., the sole member of Star Value Investments, LLC
Date: 05/06/2026

JEFFREY E. EBERWEIN

Signature: /s/ Jeffrey E. Eberwein
Name/Title: Jeffrey E. Eberwein
Date: 05/06/2026

Star Equity Holdings Announces Proposal to Acquire GEE Group for \$0.30 per Share

Stock-For-Stock Transaction Using Star's Publicly Listed Preferred Stock (Nasdaq: STRRP)

Management Needs to Agree to Normal Severance

Old Greenwich, CT – May 6, 2026 – Star Equity Holdings, Inc. (Nasdaq: STRR; STRRP) ("Star" or "we"), a diversified holding company and a 5.4% stockholder of GEE Group, Inc. (NYSE American: JOB) ("GEE Group" or the "Company"), announced today that it has presented GEE Group's Board of Directors (the "Board") with an indication of interest for the potential acquisition of the Company. The indication of interest contemplates a stock-for-stock transaction whereby Star would acquire 100% of the outstanding shares of the Company's common stock for \$0.30 per share, using Star's publicly listed 10% Series A Cumulative Perpetual Preferred Stock (Nasdaq: STRRP), valued based on its liquidation preference of \$10.00 per share.

Jeff Eberwein, CEO of Star, commented, "GEE Group's shareholders have been long-suffering under a 'go it alone' strategy that has produced steep revenue declines, persistent losses, and a stock price that has declined 95% over the last 10 years. We believe becoming part of a larger platform like Star is the best way to maximize value for all JOB shareholders by eliminating public company costs and substantially reducing corporate overhead. With our experience investing in and overseeing professional services businesses, we are confident that this potential transaction can create meaningful, long-term value for both JOB and STRR stockholders."

About Star Equity Holdings, Inc.

Star Equity Holdings, Inc. is a diversified holding company that seeks to build long-term shareholder value by acquiring, managing, and growing businesses with strong fundamentals and market opportunities. Its current structure comprises four divisions: Building Solutions, Business Services, Energy Services, and Investments. For more information visit www.starequity.com.

Building Solutions

The Building Solutions division operates in three specialties: (i) modular building manufacturing; (ii) structural wall panel and wood foundation manufacturing, including building supply distribution operations; and (iii) glue-laminated timber (glulam) column, beam, and truss manufacturing.

Business Services

The Business Services division provides flexible and scalable recruitment solutions to a global clientele, servicing organizations at all levels, from entry-level positions to the C-suite. The division focuses on mid-market and enterprise organizations worldwide, partnering consultatively with talent acquisition, HR, and procurement leaders to build diverse, high-impact teams and drive business success.

Energy Services

The Energy Services division engages in the rental, sale, and repair of downhole tools used in the oil and gas, geothermal, mining, and water-well industries.

Investments

The Investments division manages and finances the Company's real estate assets as well as its investment positions in private and public companies.

For more information contact:

Star Equity Holdings, Inc.

Jeffrey E. Eberwein

CEO

203-489-9501

jeff.eberwein@starequity.com

The Equity Group

Lena Cati

Senior Vice President

212-836-9611

lcati@theequitygroup.com

GEE Group Inc.
Attn: Board of Directors
7751 Belfort Parkway, Suite 150
Jacksonville, Florida 32256

Dear Board of Directors,

Star Equity Holdings, Inc. ("Star", "We", "Our") is pleased to present this preliminary, non-binding indication of interest ("IOI") regarding the opportunity to explore a potential combination of Star and GEE Group Inc. ("GEE Group", "JOB", or the "Company"). Through our Investments division, we currently own approximately 5.4% of JOB's outstanding common shares. We have performed due diligence solely using publicly available information and believe Star would be an excellent merger partner for the Company based on our preliminary analysis. We also believe this combination would reduce public company and corporate overhead costs on a combined basis and create value for the shareholders of both STRR and JOB.

Star is a publicly traded (NASDAQ: STRR), diversified holding company and has been operating in this capacity since September 2019. Star currently has four divisions: Building Solutions, Business Services, Energy Services, and Investments, and our acquisition strategy involves seeking both attractive bolt-on opportunities for our existing businesses as well as potentially entering entirely new segments where we believe we can create significant value.

We believe there are several compelling reasons why Star would be an excellent merger partner for GEE Group and its shareholders including:

- Significant opportunities for public company overhead reduction by combining the two companies;
- Increased focus from the operating management team on growing their staffing businesses with fewer public-company-related distractions; and,
- Significant opportunities for collaboration with the seasoned business leaders at Star's Hudson Talent Solutions business and Star's other portfolio companies.

1. Purchase Price: Subject to the terms and conditions set forth herein, Star is prepared to purchase 100% of the Company's outstanding common shares for \$0.30 per share (the "Purchase Price"). The Purchase Price is based on our review of publicly available information and our familiarity with the industry dynamics impacting the Company. The Purchase Price represents an approximate 33% premium over the Company's 4/30/2026 closing stock price of \$0.2254 and an approximate 40% premium above the Company's 1/21/26 stock price of \$0.2149, the day before Star's initial press release indicating its acquisition interest in JOB. The transaction will be structured as a stock-for-stock transaction. The Purchase Price shall be paid in shares of publicly listed Star Equity Holdings, Inc. 10% Series A Cumulative Perpetual Preferred Stock (Nasdaq: STRRP), the value of which is based on a liquidation preference of \$10.00 per share. See Exhibit A for more information about STRRP.

Accordingly, the STRRP to JOB exchange ratio shall be 0.03 to 1.00, meaning Star will pay JOB shareholders 0.03 shares of STRRP for each share of JOB owned. Given that each share of STRRP receives \$1.00 per year

of cash dividends (\$0.25 paid quarterly), this effectively means JOB shareholders, after the Transaction closes, will receive cash dividends equating to an approximate 13% dividend yield based on JOB's current stock price.

2. Structure and Financing: The Transaction is currently contemplated as a stock purchase. We expect to

fund the Transaction with preferred equity securities.

3. Employees / Management: We do not anticipate unilateral changes in the Company's operations post-closing. However, we expect CEO Derek Dewan, CFO Kim Thorpe, and COO Alex Stuckey to forego the severance payments and benefits triggered by a change in control ("CIC") within their employment agreements executed in April 2023. In lieu of these severance payments, we expect to enter into a settlement agreement with the aforementioned executives whereby each executive would receive the sum of (i) their "Base Salary" and (ii) their "Target Cash Bonus" for one year, payable in STRRP within 30 days of closing based on STRRP's liquidation preference of \$10.00 per share so that GEE Group's management receives the same form of consideration as its shareholders.

4. Approvals: At the appropriate time, Star will seek Board approval to consummate the transaction, subject to satisfactory completion of due diligence, negotiation, and execution of the definitive agreement and related documents, and the satisfaction of customary conditions, and representations set forth in the definitive agreement.

5. Due Diligence: Star anticipates conducting standard due diligence comprised of a review of financial, operating, and legal information, as well as discussions with members of the Company's management team, customers, and significant third-party vendors. In this regard, we expect you to provide us assistance as is reasonably requested and give access at reasonable times to all things related to the business and assets of the Company.

We are enthusiastic about proceeding and suggest we put an NDA in place, excluding the unnecessary standstill provision, as the next logical step in our discussions. If you have any questions about anything contained herein or our proposal, please contact me at (203) 489-9501. We look forward to hearing from you.

Sincerely,

Star Equity Holdings, Inc.

/s/ Jeffrey E. Eberwein

Jeffrey E. Eberwein
CEO

Exhibit A:

STRRP Securities Description

STRRP Preferred Stock:	2,369,782 Series A shares outstanding (as of 12/31/2025).
Liquidation Value:	\$10.00 per share liquidation preference.
Dividend Yield:	10% cash payment, no PIK or payments in common stock allowed.
Dividends:	\$0.25 per share per quarter paid in cash, for a total of \$1.00 per share per year.
Dividend Effective Dates:	March 1, June 1, September 1, December 1.
Dividend Payment Dates:	March 10, June 10, September 10, December 10.
Maturity:	Perpetual and not “retire-able” within the meaning of IRS Code Section 351(g)2(A).
Qualified Preferred Stock:	For purposes of effectuating a tax-free transaction, shares of preferred stock can be used as consideration. The portion used for consideration may not be taxable immediately with tax liability potentially deferred until the shares are sold. The preferred stock is considered Qualified Preferred Stock due to its specific features which were designed to allow this tax benefit.
Taxation of Dividends:	In some years, depending on whether the company has earnings and profits, the dividends paid on the preferred stock may not be taxable as dividend income if they are instead considered “returns of capital”. “Returns of capital” reduce the cost basis of the shares. “Returns of capital” that exceed the shareholder’s cost basis may be taxed as capital gains.

Additional details can be found in the Certificate of Designation filed with the SEC.
